Redacted Pursuant to Protective Order at Request of Defendants

From:

Rao, Amrit

Sent:

Monday, October 9, 2006 11:07 AM

To:

Duncan, Storm

Cc;

Scarborough, Chris

Kim, James

ŞFigueira Decl. Tab S

Subject:

Green Board Materials

Attach:

Materials for Green Board.pdf

Storm,

Attached please find the Green Board Materials in pdf format,

Thankst

Amrit

Amrit Rao

Credit Suisse Technology George 650 California Stoset, 33rd Floor San Francisco, CA 94108

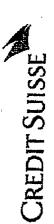
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CSSU 003560

DATE: 5 4 04 EXHIBIT# 2
DEPONENT: Schwick From the CASE: Viacom, et al., v. YouTube, et al., The Football
Association Premier League, et al., v. YouTube, et al.,
Case Nos. 07-CV-2203 and 07-CV-3582

A. Ignacio Howard, CSR, RPR, CCRR, CLR, No. 9830



Project Snowmass

Presentation to Board of Directors of Green October 9, 2006

PRELIMINARY SUBJECT TO FURTHER REVIEW AND EVALUATION WITH MARBARIN WITH CHEMICAL PROPERTY OF THE PROPERTY OF T

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Summary of Key Transaction Terms

Based on Draft Merger Agreement as of October 6, 2006

Summary of Terms

stock in exchange for all shares, options, \$1,65 billion of Green Class A common warrants and other equity interests of

CHAIN

- Number of shares based on Green's 30 day average closing price two days prior to closing
- Shares to be registered via S-3 postclosing
- for certain representations and warranties) One year indemnification period (except À
 - Liability for breaches generally limited to 12.5% of the aggregate consideration
- Escrow of 12.5% of the aggregate consideration
- ► Closing anticipated in 30 to 45 days

Summary of Implied Transaction Statistics

Implied Ersen	Yellow Street	Txn Smilsters Sinterior		NSACEDNE MEDICAL STATE OF THE SECTION OF THE SECTIO	d Equity Value	d Addresos Vaine		19 Yallow Statistic W	11.0x 1 12.3x	239	irear ja	24.5x 18.6x	400			
			The state of the state of the same	CHEANS ACTIONS	Fully-Diluted Equi	Fully-Diluted App	WARLIED WALLER	Sevenije Ya	CYZDOTE	C12003E	EBITOA	CYZDOTE	CYZGOSE	MOPATO	CY2007E	C12208E

经验

(1) Per Yellow management.
(2) Yellow projections per Green, Management.
(3) Based on Green stock prize or \$420,80 are of October 6, 2008. Projections behand on Therman Welsel amalyst research defect September 14, 2008. for 2007 and 1958 consensus signates for 2008. (4) Based on \$5% ta, 1819.

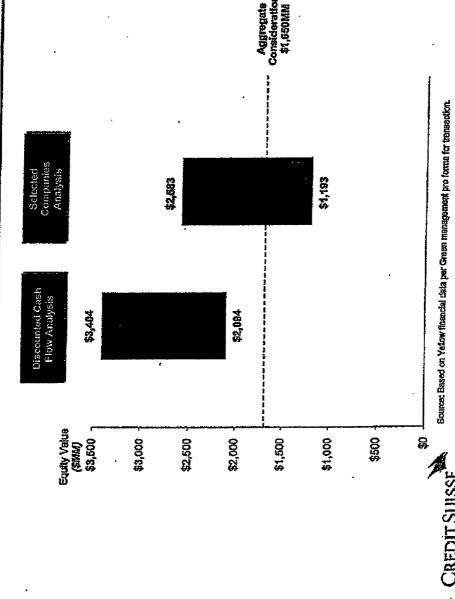
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Summary of Financial Analyses of Yellow

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Yellow Company Overview

	Company Overview
Status:	Private
Headquarters;	Headquarters; San Matto, CA
Founded:	2005

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*yacutives		The state of the s	Escutive, Payod	Executive, Paynel	Transmer, Yahozi
H		1004	CEO	CTO	ဝှု
	Metagement	Martine ways of the F	Chad Hustey	Steve Chan	Gideon Yu

У	Company Stage	Shipping Product	Shipping Product	
Financing History	Post-Money Valuation (SMM)	¥	NA.	nvestors include: Sezucia Capital
nancir	Amount Reject (SMM)	\$3.5	8.0	Capita
i.	Date	11/05	4/06	Segucia
	Round	R	ğ	kivestors fratide! Sequels Capital
	Round	-	7	Fivestors

Service Overview

Yellow is a place for people to strate, comment cut, and ylew videos outline. Yellow originally stands as a personal whee attaing sarvice, and has grown his an ententatiment destination with people wetching more than ≺fell million videos on the site deliy. Yellow emables people to:

- Upload, tag and ahare videos wouldwate
- Browee millions of original videos uploaded by constantity members Find, join and create video groups to connect with people who have similar interests
- Customize the experience by subscribing to member videos, sering favorites, and creating playlists
 - Integration Yellow Videos on weatstites testing video embeds or APIs
- Makes videos public or private useus van elect to broadzast ittelr videos publicky or chare them privatedy with friends and family upon upload

Recent News

Beptember 20, 2006 - Ampunced Chydiar-sponsored premotion to discover unigned bands and musiciens.

September 18, 2006 - Announced video dierflutton and revenue partnership with Wanser Mack Group.

August 22, 2009 — Unvelled new adverbing concepts —Participatory Viseo Ads (PVA) and Brand Chainells —To encidings distogue between community and marketers. Yellow names their first Brand Chainel partner, Werner Brands and residents and designates a chainel for Parts Hitton to promote her debut album Parts.

June 27, 2008 - Announced a strategic partnership filet will combine NGC's programming with Yellow's audience.

May 10, 2005 — Launched a parvice that allows people to uplosed vidace directly from their mobile phenses and PDAs to the Yellow Web site.

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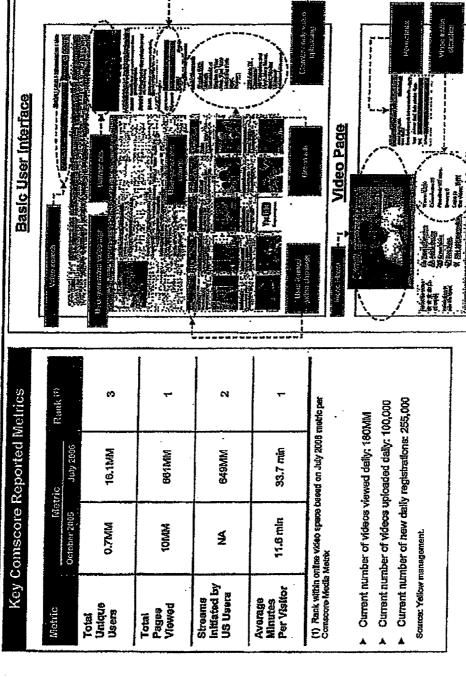
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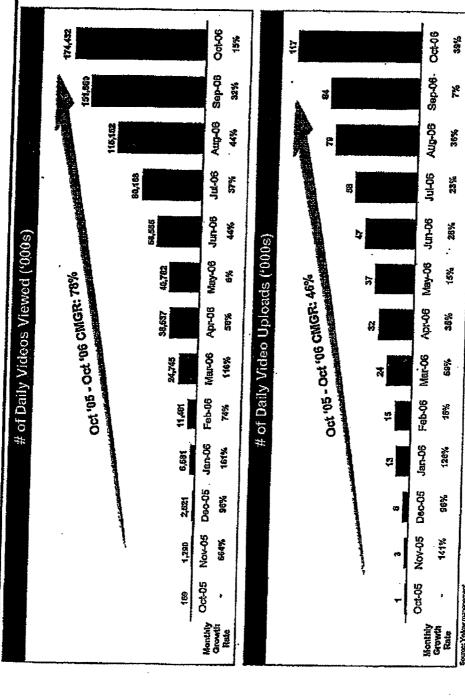
Yellow Company Overview (continued)



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Yellow Site Metrics

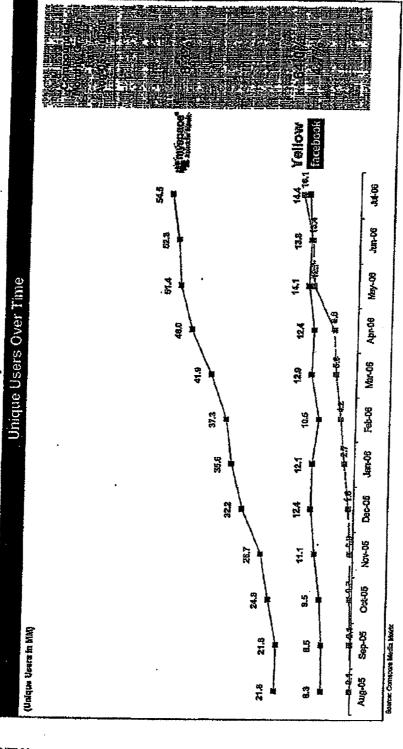


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Benchmarking User Growth

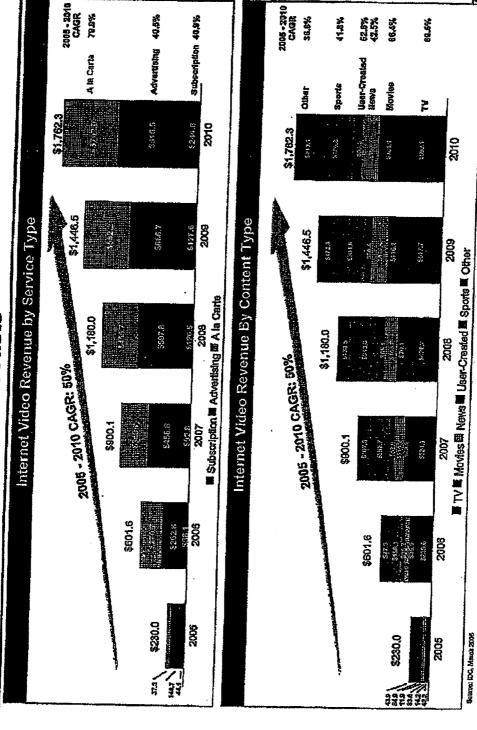


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Yellow Transaction Rationale and Positioning

Yellow is one of the leading and fastest growing Web 2.0 companies

Yellow has exhibited tremendous growth and has established a loyal global following

There are very few internet companies exhibiting this type of growth and traction with users

Enables Green to catapult to the leader in online video

Online video has been a top priority for Green and stand alone efforts are in the early stages of market acceptance

Opportunity to extend monetization skills into a large, high growth market

Yellow has consistently extended its leadership position over Green and all other online players in 2006

Accelerates Green's push Into stickler community-oriented content

Revenue and cost synergies are expected to drive increasing profits

Green can immediately increase usage of Yellow as part of its network

Green can better monetize Yellow's traffic and viewing with its technology and its relationships with advertisers, content owners and publishers

Green can realize cost savings in ed serving, bandwidth and sales

Yellow can drive additional monetizable traffic through Green's search engine (not currently included in financial model)

► Issues for Consideration:

New and improving business model

Large acquisition for an early stage company

Retention Issues

Uncertain legal issues

Potential EPS dilution in the short term

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key Variable	Description / 2007 E. Traffic Assumptions	2011E Traffic	MAO .	Unmonefized
pedisimusos pedisimusos	• Currently, there are =180 hald videos viewed per day on Yellow website • Assumes 400 hald and; videos viewed per day is 2007E • 80% of Assoc Viewed are major geographic markeds • 15% of Assoc Viewed are major geographic markeds • 15% of Videos viewed on partner websites (i.e., MyBogos, Blair etc.)	* 840 MAI BUR. WEGOR WANG		Video Traffie
negas	Page views on three areas of the Yellow website; Home Page: ~10% of total page views Nacht Page: ~10% of total page views Wacht Page: ~46% of total page views Assumes 11 Video Stream to Wetch Page ratio. Highles-~2809N annual page views in 2007E	► GAGR of 24%	dert jug ju den senten senten den	erii sigaayi sistaa qa'akayishaa kaasaa naasadee
Action 1	** 60% of total video stroaths on Yellow veltake are "Picarhas" ** Assumos 19% of gramtum content providers allow Yellow to monellies free content in 25072 ** 17% self through on advoctising twentry ** 10,50 toverties stuss apil (after 10% shorellon for Yellow expenses - banchidth, storage, etc.) *** ** ** ** ** *** *** *** *** *	Molik of ptermini content provides allow Velica; to manidate their content of advertiges through on advertiges inventory = 448N annual video ad this are sold their sold th	510 CP/M in 2807E 5 Gov/m (to \$13 by 2014 E	* GSBN premium Videos vioyed vidi iti; teave video aŭe in 20078
Millering Market	* 40% of total video shrants on Yolfory website dry Non-Prentium * Non-Friendum Conject is user generated Ydeos and is aggregated between fight yell-a content and regular content * 223% of Non-Fremulin content can be monelized using yideo sale in 2007 * Sell shrough and revenue share assumptions consistent with prentium yideo assignated * Sell shrough and revenue share assumptions consistent with prentium yideo assignated.	P. 10% of Non-Peantum content can be managed uning video and sinuaries and by Zariff CAGR of 78%	- CPM of 83 in 2007E Conting to \$5 by 2011E	- 46BN atmusi tooi- promitori videos Videos eda ar 2017E - 10jBN in 2014E
Kum oksite	 Non-targeted run of sits ads served on Search and Wetch Pages 25-48N page Years in 2007E 	F CAGR of 24%	P. CPM of \$0.54	معاورة المستعدد المست
	* Sponsored advarlating on Yeltow's home page (Le., Perts Hilton sponsored by Fox's Prison Sposic) * Assumes 100% self through on advarlating invencity * 285N page Views in 2007:	P-67BN page weres by 2011E F-CMSR of 24%	COMMON TO US BY 2011E	Tit.

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Yellow Long-Term Financial Projections

Financials based on Green management (pro forma for transaction)

\$565 \$274 \$174 \$174 \$174 \$175
274 43 274 235 \$950 \$1,297 \$681 \$902 43% 33% 374 496 66% 33% 340 451 60% 60% 35% 35%
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Source: Yellow finencial data per Green manegement pro

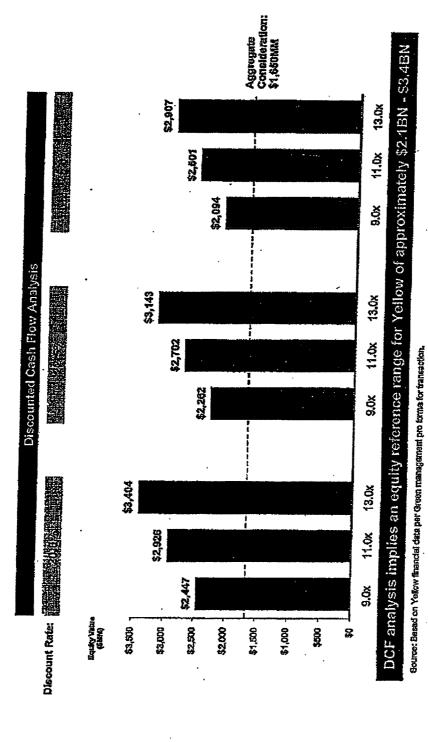
(1) Net of partner revenue share expenses,

	507-10.	2000	161%	169%
	als	2005	420'H	2,624
	ar Financia	2004	\$1,961 100%	1,280 RSY
	alendar Ye	2003	\$979 184%	627 84%
	Historical C	2002	\$345 200%	237
	Green	2001	98\$	88 98
Method Great March		Ī	% YY Growth	Maryin

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Yellow DCF Analysis



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DCF Sensitivity on Financial Performance

Sensitivity based on revenue growth and EBITDA margin

UCF Equity Reference Range	\$576 \$759 \$1408 40% 50% \$7% \$1,408	\$1,267 \$1,843 \$1,972 \$2,962	1,430 1,853 2,224 3,338	1,734 2,252 4,066	1,754 2,273 2,728 4,090	
	CY07 - CY11 CAGR	40.0%	45.0%	52.9%	65.0%	

Note: Based on a 22.6% discount rate and a 11.0x ferminal EBITDA multiple.

= Denotes base case

(\$MR)	Green	Historical C	alendar Yo	air Financia	મુક	30.15
	2003	2002	2003	2004	2005	CHOR
Revenue	\$88	\$345	847B	\$1,881	\$4,024	1619
% Y/Y Growth		288	194%	100%	106%	
EBITOA	88	233	627	1,280	2.624	789%
Margin	\$	35 35 36	8 8	828	200	

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CY2008E 73 22.0 - 27.0 61,709 - 61,709	200724
CY2008E 78 22.0 - 27.0 \$1,103 -	SECTION OF THE PARTY OF
78 22.0 - 27.0	4314
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	- 52,088 - 52,088

Implied equity reference range of approximately \$1.2BN to \$2.6BN based on selected company analysis 108-0015

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Selected Companies Analysis

Selected Internet Transactions

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Date	Tarcort.		FOHY-SHORED Equity :	Sted Agg.	EEITDA	A.C
DRYDGING	Africa Enforter	Acquiror	Value	Value	1.3.07	NTM
04/24/08	XIII	Viscon	\$200	\$200	¥	ž
03/06/08	Milane	VASCOTI	\$	1 02	ž	2
01/17/OB	dWare Broadcarding(8)	NGC UNWEISE	999	808 808	36.9x	8
09/12/05	Skypa (2)	OBar.	1,238	1,238	ž	ž
08/OB/DS	ion 3	Water O	4,040	4,040	Ş	2
07/16/05	fritamés (0	Mews Corp	950	980	41.8x	X
08/24/05	Ask Japans	Maws Corp	976	50.	MN .	37.4
33/21/05	Files	mean advancap	1,988	1,858	21.9x	15.Bx
02/19/05	Afroid com	ranco ranco	2	25	≨	AN
HAAM	Marinal State L.	New York Himes	410	410	30.0x	8
DAMANA	Manual Values	COW JOINER & Co	512	456	X6 23	3 4
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Median		::				•
Moan					X 2	× .
•	Yellow	Green.	Ties can			XX I

Source: Analyst research reports, SEC liftigs and press releases.

(1) LTM celculated as of Jane 2005.

(2) Bessed on selfmeted CYOS reventues of SECAMM and CYOS reventues of SEOMM, trickdes \$1.58N in conflingent payments.

(2) Bessed on selfmeted CYOS reventues of SECAMM and CYOS reventues of SEOMM, trickdes \$1.58N in conflingent payments.

(3) Transaction value based on \$102MM cash fenescoon value and includes \$1.18V in conflingent payments.

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Green Potential Pro Forma EPS Impact

ojections ¹⁷	Green		Velica	
	CY2007E	CY2089E	CY2007E	FY2000
Net Income EPS Amusified Pre PA Will, Avg. Sheres (MM)	\$4,286 \$18.00 82.4x 330.4	\$5,696 \$16.94 24.8x 390.4	\$35,1	1083
	Consector (Approximation of the Consector of the Consecto			

		Pro Forma EPS	Actiebanifallations	OY2007E FUBBLESS LAME 12 TO CY2008E	Pro Forms HPS: III A South Strate Live - Sential	Accessor printed by the state of the state o
	tion	Yellow	1 0 C	Cvatt	12%	
_	Stock Consideration	Green	France 3	(AGAS)	978	
,		Adoteasin	Consideration		\$1,850	

Bared on Green Class A common etok cularandag of 30.4 Alial from Green 10-Q for the period ended Aline 36, 2008, and options exhedde Trom Green 10-Q for the portod ended June 30, 2006.

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Appendix

Discounted Cash Flow Analysis Detail

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Discounted Cash Flow Analysis Detail

DCF Assumptions

(Mill, except per shere enrounts)							Income Statement
		Yeth	Yellow Projections	113		0,008	revende and charten appunitions:
	CY2067E	GY200BE	CY2005E CY2009E	CYZOTEE	CY2014F	SEC. SAL	a/% OAGK from 2007E-2016
C					Æ		50% Operating margine in 2007 Erdeing
* Growth	\$150	\$289	547	\$687	2083	67%	Tex rate of 35%
	•	t Com	3	Ş	#C#		The state of the s
	B	₹.	246	250	486	858 878	A 2
L	26	\$	42.K	263	25 25		Mestimes Lide expense activity of sales
Kilonis Kilonis	8	\$	25	*	£	*12	Contract declining to 6% by terminal year
The state of the s	86	*	\$ \$	2009	808	!	לייתו וריים
	뛰	성	27	118	.00		r Capax equal to D&A expense
	365	36%	**	***	Í		ABBirmes net working capital does not have a
	z	78	1	72	88	71%	meaningful impact on free cash flow
Flus: Depreciation & Amortization	乾	ক	õ	8	45	•	Discount Rate and Terminal Multiples:
faces therefore comments and the second	10%	88	ĸ	ĸ	8		WACC range of 20-26% (detail in appendix)
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Aminaversia rige Cath How	ă	82.	\$7.45	223	\$533	77%	
	1	128%	80%	268	3683		

Democrat Dates			_	Restrative Present Value as of December 31, 2000	ent Value	is of Decer	nber 33, 20	1,00		
the state of the s		20.0%				22.5%			700 36	
Jetuiniai Powerd EBITOA Maltiple:	×0.5	11.0x	13.0×		9.6x	23 fbv	V(1.17)	· · · · · · · · · · · · · · · · · · ·	C CONT	
Intolled Unfevered Net Income Multicle	48 %	7305	9				20.00	5,52%	71.0%	X(F.S).
Indied Perpetaily Brouth Rais	7.6%	10.0%	1,6% 2,6%	~ ~	1624 162%	18.0x 12.4%	40.4 20.4 20.4	16.2x	18.0x	22.0%
PV of Uniewend FCF (CV2)(07F - CV2)10F)	tone	4	į		-			2000		2 0 0 1
PV of Temmal Value (CY2011E & Bevond)	2.450		977	,		Š	185 185 185 185 185 185 185 185 185 185	\$287		282
Implied Aggregate Value	23.449			- 1	283	2772	2882			2840
Loss: Net Deby(Cash) M	-	44,444	35.7	¥	7283	52,23 50,24	53,144	\$2,085	\$2,502	22,908
Emplied Fresity Value			7		-1	-1	7-3	*	•	*
	×2,44,	2,826	£3,404	A	292'28	\$2,702	\$3,743	Pag 63	- CO	-
SOUTH BROSE ON YEARY EVENDED DES GLOSEN INSTITUTES	Child Can frame free	POTROPORTOR								77.7
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Weighted Average Cost of Capital Calculation

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Cauna Wase G		17.2% 18.0% 17.8%		17.3% 18.8% 14.1%	
Sire Premiun ti	C. 5.00 P.	(6.4%) (8.7%)	1000	\$2.5°	
Arse	iritem.	17.0% 16.5%	, L.	# 75 P	***
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	1. E. B. C. L. S. C. S.	1.828 1.822 1.822		1,846 1,870 1,800	148
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ONED MARKS TO THE TOTAL TO THE TOTAL THE SENTENCE OF THE TRANSPORT OF THE

(2) Brand in BARRA research dated Conteer 5, 2006.
(2) Based for morphy (tax sale of 20%.

(c) Stands compared in section of 2006. (c) Stands contractive style (c). That and of 2006, and equity stands out of practice of 7.10%, (Source, Ethorides) (c) Stands service based 2007, Biochano data.

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Control Equality

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Discount Rate:

Assûmes WACC range of 20 - 25%

Selected companies have weighted everage cost of capital of 14%-19%

Based on discussions with Credit Sutset's Private Placements Group, late stage venture capital firms book to achieve annualized returns of 30-40% or more when evatuating potential equity investments in pre-IPO companies

Review of Implied public company WACC based on cange of illustrative balas

These or meast any parallim taken into consideration (fiquidity, maturity, etc.)

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Appendix

Yellow Financial Data

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Yellow CY06 Historical and Projected Financial Performance

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Revenue		WZ05A	Q300E	Odner
	\$286,676	\$1,372,199	\$6 500 and	
Cost of Revenues	4 000 4		00000000000000000000000000000000000000	\$11,000,000
Gross Marrin	10000000	2.880.095	5.776.450	8,250,000
Maroin	(1,402,410)	(1,487,896)	805.940	2750 025
	NA	NN	12%	000'00'''
	258,476	461,597	620,435	804.940
	137,104	240,161	801,675	1.035 200
Oberzifing Exmanage	6/1/0/6	424,543	707,330	913,460
Speriody P	765,765	1,126,301	2,129,440	9 750 000
Cheraing income	(2,168,165)	(2.614.197)	/4 OOC #	200°00'
the firmulation A.	Notes Frances frances (1,525,800)	10161	(1,525,000)	C

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Appendix

Green Overview

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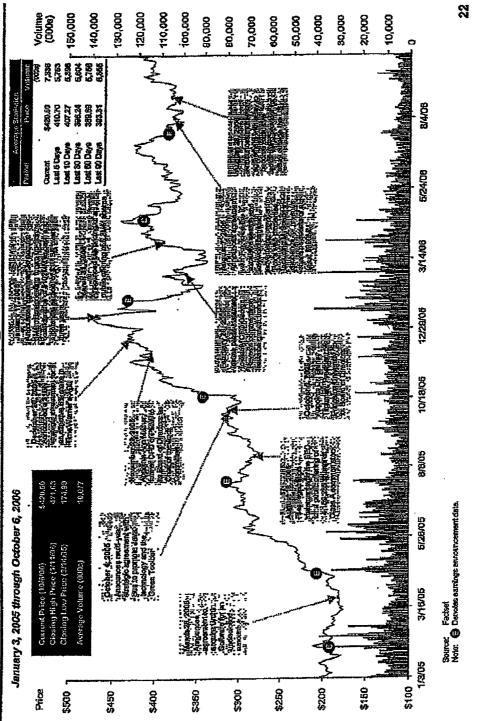
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Green Historical Stock Trading Performance



Summary of Green Analyst Estimates

TOWNYS Abothern 102506 Sear Streets 102406 VRT Nestherch			-	Annual Control of the				C. 11.34			3.65.	
	December of the state of the st	4343E3	Rafe (%)	S VEGET	FY20.7E	CVZNASE	STATE	71.C02.Y	FVTRAGE	\$1.729.15	- 11.ve	. N. C. C.
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	¥	60.03	Ĭ	7		•	• ;	•	•	10.23	15.87	•
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CS JANGARA	Buy	•	•	•	•		-	*	•		14.77	•
_	Buy	485.00	46.0%	7.548	10704		•	: ;	•	5	. HZ-23	•
RAING Global Crossy Capital	Ser.	800.00	java,	200		•	*	2	,	5	12.28	٠
L2878 Occaminant	7.0			2		,	i i	200	,	8	13.25	•
		2000	•	9	102M	7.77	1	217	5.183	44	24.40	40
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	and a	•	Soc	Ş	92.0	•	4272			2 5	į	
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Green Summary Income Statement

		FYZaasa	9504			FY2006	3.05		16年入日	FY Ended December 39,	Not 34.
	Resolad	Mar-054 Jun-054	Sep-05A	Dec-85A	Ltar-05A	Jun-	Sep-OBE	Dac-03E	2005A	2836E	200715
Vet Revenue	\$735	2890	\$1,049	\$1,290	\$1,531	51.871	81.800	\$2,100	34,024	L.	\$0 A87
Sout of Goods Sold	8	3	20	147	£13	302		254	457.		484
Gross Profil	¥.	767	155 155 155	<u>7.</u>	1,352	8	1,582	2.546 64.66	3,667	88	8
74.0	78	*	ħ	1 5	174	272		240	787		180
BAM	æ	8	4	168	178	182		283	440		7.87
Ø\$. >	占	N	2	Ŧ	118	151		17.7	828		385
Sperathig income	482	623	276	78	999	822	186	1,157	2,308	168	5,485
Plus: Dapreciation	88	16	28	8	141	128		148	976		. 4
SUITLY	82	26	672	814	Ē	1,53	1,48 6	202	283	18	185
ktierest (Income) / Expense	174	52	122	E	1681	(100)		(418)	NJC 13		/R734
Pretax incoras	903	43	98	788	553	1,031	15	12	2,482		8
Acome Taxes	147	162	159	318	268	728	342	784	787		4 740
Net Income	358	88	487	468	8	122	12	2	200	8,118	28
545	\$2,33	23	5151	51.54	\$228	82.48	52.42	27.73	ES.64	20 08	500
Average Stares	2286.6	287.2	288.7	304.0	304,1	310.0	3174	77	281.9	313.5	380.4
/B/E/S EPS	•	•	٠	٠	•	,	242	\$2.78	,	\$8.88	\$13.07
Mazuhrs.											
Profit	26	200	*****	27.	288 288	3682	268	9698	3608 3608		38.08
350	5	128	**	1235	44	13%	¥52	12%	1234		*21
***	<u>\$</u>	**	20%	12条	X1.	11%	15.K	73% X87	17%		12%
GEA	ž	ž	š	36	ž	X55	2 <u>2</u>	88	***	-	Ž.
Operating Incares	\$20 1	28	9600	*600	\$6\$	3603	9000	\$98 808	5776	28	100
	¥83	200	8	768 837	É	63%	200	62%	30		9459
Tex Posts	29%	30%	Z.	\$	27.25	1602	37.8	\$13E	名が	4	28%
Nethodos	4104	2	Ş	*	46%	F	Ş	\$2.5 \$	41%		\$
Growth Retes					•						
Явретив УЛГ	22%	27%	30%	2695	80%		% 2		108%	22	88
Revenue C/D	CHRZ)	12%	16%	338	365)					L,	,
Operating Income Y/Y	113%	代2米	100%	114%	81%				488	72%	瓷
Operating Income O/G	\$77¢	8 8	803	32%	24%				•	L	
EDS Y/V	45.22	36236	***	£213	#8# #8#	88%		% %	113%	352	35
	140	ş	2	Ş	7007						

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